



PHOENIX

PHOENIX LAMPS LIMITED

(Formerly known as Halonix Limited)

Regd. Office :

59-A, NOIDA SPECIAL ECONOMIC ZONE,
PHASE-II, NOIDA, DIST. GAUTAM BUDH NAGAR,
PIN CODE-201 305, UTTAR PRADESH, INDIA
PH. NO.: +91-120-4012222
FAX : +91-120-2562943
Website : www.phoenixlamps.co.in
E-mail : phoenix@phoenixlamps.co.in
(CIN: L27000UP1991PLC012944)

Related Parties Transaction Between Apr'16 to Mar'17

| Party Name | Currency | Value | Amount in INR |
|--|----------|--------------------|---------------------|
| TRIFA LAMPS GERMANY GMBH - Sales | EUR | 27,03,932 | 20,01,22,753 |
| TRIFA LAMPS GERMANY GMBH - Sales | USD | 25,188 | 16,84,170 |
| LUXLITE LAMP SABL - Sales | EUR | 80,49,313 | 59,54,84,983 |
| Purchase of raw materials from LUXLITE LAMP SABL | EUR | 33,000 | 24,59,035 |
| Management Fees - Suprajit Engineering Limited | INR | 3,01,69,392 | 3,01,69,392 |
| CSR expenditure | INR | 1,08,40,000 | 1,08,40,000 |
| Grand Total | | 5,18,53,399 | 84,30,99,157 |

Note : The above figures for the period ended March '17 are subject to statutory audit review by the auditor.

For Phoenix Lamps Limited

N S Mohan
Director and CEO

**ANNEXURE 1
PHOENIX LAMPS LIMITED
31ST MARCH, 2017**

I. Composition of Board Directors

| Title (Mr./Ms.) | Name of the Director | PAN\$ & DIN | Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)& | Date of Appointment in the current term/cessation | Tenure* | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No. of Memberships in Audit/Stakeholder Committee(s) including this listed entity(Refer Regulation 26(1) of Listing Regulations) | No. of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 26(1) of Listing Regulations) |
|-----------------|------------------------------|-------------|--|---|-------------------------|---|--|---|
| Mr. | Kula Ajith Kumar Rai | 1160327 | AANPR1083M | 6/18/2015 | - | 2 | 4 | - |
| Mr. | Mohan Srinivasan Nagamangala | 1916468 | AAPPM1422R | 6/18/2015 | - | 1 | - | - |
| Mr. | Suresh Shetty | 316830 | ABPPS1631D | 6/18/2015 | 5 YEARS FROM 18-06-2015 | 2 | 2 | 1 |
| Mr. | Ian Williamson | 1805348 | - | 6/18/2015 | 5 YEARS FROM 18-06-2015 | 2 | 1 | - |
| Ms. | Sunita Mathur | 8923 | AAPPM3253J | 3/23/2015 | 5 YEARS FROM 23-03-2015 | 2 | - | 1 |

\$ PAN Number of any Director would not be displayed on the website of Stock exchange

& Category of Directors means Executive/Non-Executive/ Independent/Nominee, if a Director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director.Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category(Chairperson/Executive/Non-Executive/Independent/Nominee)\$ |
|---|--|---|
| Audit Committee | Suresh Shetty K Ajith Kumar Rai, M Ian Williamson. | Chairperson Non Executive Independent |
| Nomination and Remuneration Committee | Ian Williamson, Suresh Shetty, Sunita Mathur | Chairperson Independent Independent |
| Stakeholders Relationship Committee | SUNITA MATHUR, SURESH SHETTY, K Ajith Kumar Rai | Chairperson Independent Non-Executive |
| Corporate Social Responsibility Committee | K Ajith Kumar Rai, Ian Williamson, Suresh Shetty | Chairperson Independent Independent |

\$ Category of Directors means executive/non-executive/independent/Nominee,if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any)in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|--|---|
| 12-Nov-16 | 11-Feb-17 | 100 days |

IV. Meeting of Committees

| Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) | Date (s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|--|---|
| 11th February 2017(audit committee) | Yes (All the members are present at the meeting) | 11/12/2016 | 100 days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Subject | Compliance status (Yes / No / NA) refer note below |
|--|--|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee | Yes |


Note
 1. In the Column 'Compliance Status', compliance or non-compliance may be indicated by Yes/No/N.A..For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "N.A." may be indicated.
 2. If Status is "No" details of non-compliance may be given here:

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015
- The Composition of the following committees is in terms of SEBI(listing Obligations and Disclosure requirements) Regulations, 2015
 - Audit Committee **Yes**
 - Nomination & Remuneration Committee **Yes**
 - Stakeholders Relationship Committee **Yes**
 - Risk Management Committee (applicable to the top 100 listed entities) **Not Applicable**
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 **YES**
- The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 **YES**
- This report and /or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **YES**

Name & Designation

 Company Secretary/Compliance Officer/Managing Director/CEO

N S Mohan

 Director & CEO